

**Health Information Technology Exchange of Connecticut
Board of Directors Inaugural Meeting Minutes**

October 18, 2010

The inaugural meeting of the Health Information Technology Exchange of Connecticut (HITE-CT) Board of Directors was held on Monday, October 18, 2010 at the Connecticut Department of Information Technology, 101 East River Drive, 1st Floor Conference Room, East Hartford, CT.

VOTING DIRECTORS PRESENT: J. Robert Galvin, M.D., M.P.H., M.B.A., Thomas Agresta, M.D., Daniel Carmody, Peter Courtway, Mark Masselli, Ellen Andrews, Kevin Carr, M.D., Steven Thornquist, M.D., John Lynch, Ron Buckman, M.D., Andrea Schroeter (DSS), Steve Casey (DoIT), Angela Mattie, J.D., Lisa Boyle, J.D.

NON-VOTING COMMITTEE MEMBERS PRESENT: Barbara Parks Wolf (OPM),

OTHERS PRESENT: Meg Hooper, Warren Wollschlager, Marianne Horn, Jill Kentfield, Lynn Townshend, Stacy Owens, Marcia Petrillo, Steve Roth, Jamie Mooney, Minakshi Tikoo, Scott Cleary, Mary Ann Argy, David Williams

CALL TO ORDER

Dr. J. Robert Galvin, Commissioner of the Department of Public Health and Chair of the Board, called the meeting to order at 4:33 PM.

INTRODUCTIONS

The Board members introduced themselves by name and occupation.

ORIENTATION MATERIALS

Lynn Townshend reviewed the list of materials submitted to the Board members:

- Board Chair's Welcome Letter
- Meeting Agenda
- HITE-CT Board of Directors meeting schedule (through June 2011)
- Information on Connecticut's Codes of Ethics for Public Officials
- HITE-CT Board of Directors contact list
- Vision for HITE-CT
- Relevant portions of Public Act 10-117
- Draft HITE-CT CEO job description
- Subcommittee membership lists
- HITE Crosswalk

BOARD OF DIRECTORS BUSINESS

Bylaws and Legal Issues:

Marianne Horn presented the draft HITE-CT Board of Directors Bylaws for review and discussion.

Committees:

Lisa Boyle made a motion to adopt the four existing Advisory Committee subcommittees as presently defined, as well as an Executive Committee, comprised of the Chair, Vice Chair/Treasurer, Secretary and the Chairs of the four standing committees. Motion seconded by Dan Carmody. Motion carried.

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Language on the Executive Committee's authority to act between meetings and to detail the functions of the Officers will be added to the Bylaws.

A minimum of two Board members are required to serve on the standing Committees. Lisa Boyle and John Lynch will serve on the Legal Committee; Dan Carmody and Kevin Carr will serve on the Finance Committee; Peter Carmody and Tom Agresta will serve on the Technical Committee; and Tom Agresta and John Lynch will serve on the Business Committee.

Signature Authority: Dan Carmody moved to amend Bylaw #407 to state that at least two officers of the Authority are required to sign, as provided from time-to-time by Resolution of the Board, unless otherwise authorized by Resolution. Seconded by Steven Thornquist. Motion carried.

Lisa Boyle moved to delete #405(5), seconded by Peter Courtway. Motion carried.

Bylaw adoption: John Lynch moved to adopt the Bylaws as revised. Seconded by Dan Carmody. Motion carried. Revised Bylaws will be prepared for the November Board meeting.

Election of Officers: Kevin Carr made a motion, seconded by Ellen Andrews to elect Tom Agresta and Ron Buckman to serve as Vice-Chair. A vote resulted in Tom Agresta's election as Vice-Chair.

Dan Carmody volunteered to be Secretary. Peter Courtway seconded. A vote resulted in Dan Carmody's election as Secretary.

HITE-CT AGENCY BUSINESS

Federal Employer Identification Number: Steven Thornquist moved that the Secretary be authorized to sign the FEIN form as a single signature for the HITE-CT. Seconded by Ron Buckman. A formal Board Resolution will be prepared for the November Board meeting.

Contract with DPH: Dr. Buckman moved to allow the Vice-Chair to sign as an individual signer for the contract for legal counsel funds. Angela Mattie suggested an amendment, accepted by Dr. Buckman, to: 1. authorize the Authority to enter into a contract with DPH for funds for a legal consultant, and 2. to have the Vice Chair sign such contract. Tom Agresta seconded. Motion carried. A formal Board Resolution will be prepared for the November Board meeting.

A resolution to issue a request for legal counsel for the authority will be prepared for the November meeting.

STATE ETHICS COMPLIANCE

Marianne Horn and Stacy Owens, DPH Ethics Officer, presented an overview of the Office of State Ethics requirements for public officials, which includes all Board members.

FISCAL MANAGEMENT

Meg Hooper presented an overview of Office of National Coordinator Cooperative Agreement funding for DPH, the HITE Advisory Committee, the HITE-CT Board of Directors, and the new agency.

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CEO QUALIFICATIONS

Tom Agresta moved to have the Executive Committee meet to review and revise the draft CEO job description for consideration by the full Board. Seconded by Peter Courtway. Motion carried.

PUBLIC COMMENT

1. Lynn Kohl encouraged the Board to hire a resident of Connecticut as the new CEO.
2. Dr. Angelo Carrabba, Chairman of the eHealthConnecticut Board stated that he would like the HITE-CT Board to know that eHealthConnecticut stands ready to do anything they can to further this endeavor.

Next Meeting: November 15, 2010, 4:30 – 6:30 pm at DOIT.

ADJOURNMENT

With the consent of the Board, the meeting was adjourned at 6:36 pm.

The minutes are a summary of the uncertified transcript for October 18, 2010. A full transcript will be posted on the DPH Health Information Technology and Exchange website before November 10, 2010.